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Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	Chapter 11
	)	
CIRCUIT CITY STORES, INC. et al.,	)	Case No. 08-35653-KRH
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 8 and 117</b>
	)	

**STIPULATION AND ORDER RESOLVING MOTION  
FOR RECONSIDERATION OF UTILITY ORDER**

On this 5<sup>th</sup> day of December, 2008, this stipulation (this “Stipulation”) is entered into by Entergy Mississippi, Inc. (“EMI”), Entergy Gulf States Louisiana, L.L.C. (“EGSL”), Entergy Louisiana, LLC (“ELL”), Entergy Arkansas, Inc. (“EAI”) and Entergy Texas, Inc. (“ETI”, and together with EMI, EGSL, ELL and EAI, “Entergy”) and the debtors and debtors-in-possession in the above cases (the “Debtors,” and together with Entergy, the “Parties”). The Parties respectfully state as follows:

WHEREAS, on November 10, 2008 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (the “Debtors”) commenced their reorganization cases by filing

voluntary petitions for relief under chapter 11 of title 11 of the United States Code 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Court”);

WHEREAS, the Debtors continue to operate their businesses and manage their assets as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code;

WHEREAS, on November 12, 2008, the Court entered the *Order Under Bankruptcy Code Sections 105(a), 363, and 366 (I) Approving Debtors’ Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Requests By Utility Companies For Additional Assurance Of Payment, (III) Scheduling A Hearing With Respect To Contested Adequate Assurance Of Payment Requests, And (IV) Authorizing Debtors To Pay Claims Of A Third Party Vendor* [Docket No. 117] (the “Utility Order”) which provides, among other things, procedures for determining requests for additional assurance of payment;

WHEREAS, as of the Petition Date, Entergy provided electric and/or natural gas utility service (the “Service”) to the Debtors at the locations listed on Exhibit A attached hereto;

WHEREAS, on November 20, 2008, Entergy filed its *Emergency Motion for Reconsideration and Vacatur of Order Under Bankruptcy Code Sections 105(a), 363, and 366 (I) Approving Debtors’ Adequate Assurance Of Payment, (II) Establishing Procedures For Resolving Requests By Utility Companies For Additional Assurance Of Payment, (III) Scheduling A Hearing With Respect To Contested Adequate Assurance Of Payment Requests, And (IV) Authorizing Debtors To Pay Claims Of A Third Party Vendor* (the “Motion to Reconsider”) [D.I. 262], whereby Entergy (i) objected to the adequate assurance procedures requested by the Debtor, and (ii) requested additional adequate assurance of payment;

WHEREAS, on November 20, 2008, Entergy filed its *Emergency Motion to Expedite*

*Hearing or Set Status Conference* (the “Motion to Expedite”) (D.I. 266), in connection to Entergy’s Motion to Reconsider, and

WHEREAS, as set forth below, the Parties have agreed that the relief granted the Debtors in the Utility Order shall not apply to Entergy;

NOW THEREFORE, in consideration of the foregoing, the Parties hereby stipulate and agree as follows:

1. Upon the Parties’ entry into this Stipulation, Entergy agrees to withdraw its Motion to Reconsider and its Motion to Expedite.
2. The Debtors and Entergy agree that Utility Order shall not apply to Entergy on an interim or final basis.
3. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A signature transmitted by facsimile shall be deemed an original signature for purposes of this Stipulation.
4. The Parties agree that this Stipulation shall not be introduced for any purpose in any proceeding, except to resolve any disputes or controversies arising from or related to this Stipulation.

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/s/ Ian. S. Fredericks

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/s/ Eric Lopez Schnabel

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- and -

Counsel for Entergy

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Co-Counsel to Circuit City, Inc.. et al.,  
Debtors and Debtors-in-Possession

## **ORDER**

Upon consideration of the foregoing; it is hereby:

ORDERED, that the Stipulation is hereby approved in its entirety; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Stipulation and Order.

Dated: Richmond, Virginia  
December \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Counsel for Entergy

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

Douglas M. Foley

Entergy Entity	Name & Store	Store #	Location	City	Pre - Acct#
ELI	Circuit City	3506	Lapalco Blvd	Harvey	<b>29028735</b>
ELI	Circuit City	4308	Manhattan Blvd Ste B	Harvey	<b>70120852</b>
ELI	Circuit City	3507	2421 Veterans Memorial Blvd	Kenner	<b>29043130</b>
ELI	Circuit City	4135	3780 Veterans Memorial Blvd	Metairie	<b>63603062</b>
EAI	Circuit City	4505	109 Markham Park Dr	Little Rock	<b>7706955</b>
EMI	Circuit City	3521	1045 E County Line	Jackson	<b>17761719</b>
EMI	Circuit City	3589	6680 Southcrest	Southaven	<b>49548639</b>
EGSL	Circuit City	3274	2990 E Prien Lake Rd	Lake Charles	<b>35556224</b>
EGSL	Circuit City	?	8640 Airline Hwy	Baton Rouge	<b>35353788</b>
EGSL	Circuit City	4246	9300 Mall of LA, STE	Baton Rouge	<b>73875999</b>
EGSL	Circuit City	4246	9300 Mall of LA, STE	Baton Rouge	<b>75458927</b>
ETI	Circuit City	3854	6115 Eastex Fwy	Beaumont	<b>3312042</b>
ETI	Circuit City	6417 (fka 3517)	6490 Eastex Fwy	Beaumont	<b>878656</b>
ETI	Circuit City	3253	1455 Lake Woodlands	The Woodlands	<b>1318796</b>
ETI	Circuit City	4249	8725 Memorial	Port Arthur	<b>3266345</b>